

**Form 605**  
Corporations Act 2001  
Section 671B

**Notice of ceasing to be a substantial holder**

To Company/registered scheme/notified foreign passport fund name

SmartGroup Corporation Ltd (the **Company**)

ACN/ARSN/APFRN

ACN 126 266 831

NFPFRN (if applicable)

N/A

**1. Details of substantial holder (1)**

Name

TAL Daiichi Life Australia Pty Ltd (**TAL**) and its associates comprising Daiichi Life Group, Inc (**Daiichi**) and Daiichi's controlled entities named in the list of 4 pages annexed to this notice and marked **A (Daiichi Controlled Entities)** (together, **Relevant Parties**)

ACN/ARSN/APFRN (if applicable)

ACN 150 070 483

NFPFRN (if applicable)

N/A

The holder ceased to be a substantial holder on

26/05/2026

The previous notice was given to the company, or the responsible entity for a registered scheme, or the operator of a notified foreign passport fund on

19/05/2026

The previous notice was dated

19/05/2026

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company, scheme or fund, since the substantial holder was last required to give a substantial holding notice to the company, scheme or fund are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
Refer to the 'Notice of ceasing to be a substantial holder' dated 28 May 2026 provided to the Company by Challenger Limited ( <b>Challenger Notice</b> ).  The Relevant Parties are deemed to have a relevant interest in voting securities of the Company ( <b>Shares</b> ) as a result of the Relevant Parties' relevant interest in Challenger as described in the column 'Nature of change (4)'.	The Relevant Parties	The Relevant Parties' relevant interest arises under section 608(3)(a) of the <i>Corporations Act 2001</i> (Cth) (the <b>Corporations Act</b> ), being a relevant interest held through a body corporate, Challenger, in which the Relevant Parties' voting power is above 20%. The Relevant Parties (other than TAL) are associates of and/or control TAL.  Challenger disclosed that it ceased to be a substantial holder in the Company in the Challenger Notice, which included particulars regarding changes in Challenger's (and certain other entities) relevant interest in Shares. Refer to the Challenger Notice.	NIL (noting the Relevant Parties are deemed to have a relevant interest in Shares as a result of the Relevant Parties' relevant interest in Challenger as described in the column 'Nature of change (4)').	Refer to the Challenger Notice (noting the Relevant Parties are deemed to have a relevant interest in Shares as a result of the Relevant Parties' relevant interest in Challenger as described in the column 'Nature of change (4)').	Refer to the Challenger Notice (noting the Relevant Parties are deemed to have a relevant interest in Shares as a result of the Relevant Parties' relevant interest in Challenger as described in the column 'Nature of change (4)').

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting securities in the company, scheme or fund are as follows:

Name and ACN/ARSN/APFRN (if applicable) and NFPFRN (if applicable)	Nature of association
N/A	N/A

**4. Addresses**

The addresses of persons named in this form are as follows:

Name	Address

TAL Daiichi Life Australia Pty Ltd	363 George Street, Sydney, NSW 2000, Australia
Daiichi	13-1, Yurakucho 1-chome, Chiyoda-ku, Tokyo 100-8411, Japan
Daiichi Controlled Entities	Please see as annexed to this notice and marked A

**Signature**

print name John Remedios capacity Company Secretary

sign here  date 28/05/2026

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) Any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).


See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money or otherwise, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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## Annexure A

This is annexure A of 4 pages (including this page) referred to in the Form 605 (Notice of ceasing to be a substantial holder) lodged by TAL, Daiichi and the Daiichi Controlled Entities as set out in this annexure A.

Signed for and on behalf of TAL, Daiichi and the Daiichi Controlled Entities

print name	John Remedios	capacity	Company Secretary
sign here		date	28/05/2026

Company name	Company address
The Dai-ichi Life Insurance Company,Limited	13-1, Yurakucho 1-chome, Chiyoda-ku, Tokyo, Japan
The Dai-ichi Frontier Life Insurance Co.,Ltd.	1-1, Nishi Shimbashi 1-chome, Minato-ku, Tokyo, Japan
The Neo First Life Insurance Company,Limited	11-1, Osaki 2-chome, Shinagawa-ku, Tokyo, Japan
ipet Insurance Co., Ltd.	6-15, Toyosu 5-chome, Koto-ku, Tokyo, Japan
The Dai-ichi Life Research Institute Inc.	13-1, Yurakucho 1-chome, Chiyoda-ku, Tokyo, Japan
QOLeaf, Limited	8-12, Shibuya 3-chome, Shibuya-ku, Tokyo, Japan (Shibuya Dai-ichi Life Building, 8th Floor)
Dai-ichi Life Realty Asset Management Co., Ltd.	13-1, Yurakucho 1-chome, Chiyoda-ku, Tokyo, Japan
THE DAI-ICHI BUILDING CO., LTD.	2-2, Osaki 1-chome, Shinagawa-ku, Tokyo, Japan
Dai-ichi Life International Limited	13-1, Yurakucho 1-chome, Chiyoda-ku, Tokyo, Japan
Dai-ichi Life International Holdings LLC	13-1, Yurakucho 1-chome, Chiyoda-ku, Tokyo, Japan
SOHGO HOUSING CO.,Ltd.	2-2, Osaki 1-chome, Shinagawa-ku, Tokyo, Japan
O.M. Building Management Inc.	3-3, Nishi Shinsaibashi 1-chome, Chuo-ku, Osaka-shi, Osaka, Japan
Dai-ichi Life Business Service Co.,Ltd.	131-1, Kamioi, Oi-machi, Ashigarakami-gun, Kanagawa, Japan
The Dai-ichi Life Techno Cro ss Co Ltd.	13-1, Yurakucho 1-chome, Chiyoda-ku, Tokyo, Japan
Alpha Consulting Co., Ltd.	20-25, Marunouchi 2-chome, Naka-ku, Nagoya-shi, Aichi, Japan
Dai-ichi Life Challenged Co., Ltd.	1-1, Tabata 6-chome, Kita-ku, Tokyo, Japan
A.F. BUILDING MANAGEMENT CO.,LTD.	1-1, Tenjin 1-chome, Chuo-ku, Fukuoka-shi, Fukuoka, Japan
DAI-ICHI SEIMEI CARD SERVICE Co.,LTD.	2-10, Hirakawacho 1-chome, Chiyoda-ku, Tokyo, Japan (Hirakawacho Dai-ichi Life Building, 5th Floor)
Daiichi Life Insurance Myanmar Ltd.	Sule Square Office Tower, No.221, Sule Pagoda Road, Kyauktada Township, Yangon, Myanmar
Dai-ichi Smart Small-amount and Short-term Insurance Company, Limited	2-3, Toyosu 3-chome, Koto-ku, Tokyo, Japan
Asset Guardian co., ltd	11-12, Hatchobori 1-chome, Chuo-ku, Tokyo, Japan
Corporate-pension Business Service Co.,Ltd.	1-7, Imabashi 3-chome, Chuo-ku, Osaka-shi, Osaka, Japan
Vertex Investment Solutions Co., Ltd.	13-1, Yurakucho 1-chome, Chiyoda-ku, Tokyo, Japan
TOPAZ CAPITAL, INC.	2-5-1, Atago, Minato-ku, Tokyo, Japan (Atago Green Hills MORI Tower, 39th Floor)
TC Partners, Inc.	2-5-1, Atago, Minato-ku, Tokyo, Japan (Atago Green Hills MORI Tower, 39th Floor)
Benefit One Inc.	7-1, Nishi Shinjuku 3-chome, Shinjuku-ku, Tokyo, Japan
BENEFIT ONE USA, INC.	440 N Wolfe Rd., Sunnyvale, CA 94085
BENEFIT ONE CONSULTING (SHANGHAI) INC.	18th Floor, Tower B,838 S.Huangpi road, Huangpu District, Shanghai, China
BENEFIT ONE INTERNATIONAL PTE. LTD.	33 Ubi Avenue 3 #07-12 Vertex Singapore 408868
PT. BENEFIT ONE INDONESIA	Pakuwon Tower, 11th Floor, Jl. Casablanca No.88, Tebet, Jakarta Selatan 12870 Indonesia
REWARDZ PRIVATE LIMITED	33 Ubi Avenue 3 #07-12 Vertex Singapore 408868
REWARDZ BENEFITS SDN. BHD.	B-13-4, Northpoint (Office) Blok B, Mid Valley City No.1, Jalan Medan Syed Putra Utara, Mid Valley City, 59200 Kuala Lumpur
FLABULESS FZ LLC	2006-17, 20th Floor, The Exchange Tower, Business Bay, Dubai. UAE
BENEFITONE ENGAGEMENT TECHNOLOGIES PRIVATE LIMITED	Salarpuria Tower -1, 7th Block, Koramangala, Bengaluru, Karnataka 560095
Rouken Publishing Co. Ltd.	1-6-7, Kanda Izumicho, Chiyoda-ku, Tokyo, Japan
Protective Life Corporation	2801 Highway 280 South, Birmingham, Alabama 35223, USA
Protective Life Insurance Company	9140 W Dodge Road, Omaha, Nebraska, United States
Protective Life and Annuity Insurance Company	2801 Highway 280 South, Birmingham, Alabama 35223, USA
MONY Life Insurance Company	1290 Avenue of the Americas, Syracuse, New York, United States

Golden Gate Captive Insurance Company	463 Mountain View Drive, Colchester, Vermont, United States
Protective Property & Casualty Insurance Company	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Chesterfield International Reinsurance Limited	Charlestown, Nevis, Saint Christopher - Registered office - 2801 Highway 280, South Birmingham, Alabama 35223, United States
Dealer Services Reinsurance, Ltd.	Canon's Court, 22 Victoria Street, Hamilton, Bermuda, United Kingdom
Investment Distributors, Inc.	2801 Highway 280 South, Birmingham, Alabama 35223, USA
Empower Financial Resources, Inc.	2801 Highway 280 South, Birmingham, Alabama 35223, USA
Asset Protection Financial, Inc.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Protective Asset Protection, Inc	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
First Protection Company	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
First Protection Corporation of Florida	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Western General Warranty Corporation	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Protective Administrative Services, Inc.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Western General Dealer Services, Inc.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Western Diversified Services, Inc.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
The Advantage Warranty Corporation	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
First Protection Corporation	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
USWC Holding Company	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
New World Warranty Corp.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
United States Warranty Corp.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
USWC Installment Program, Inc.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Protective Life Reinsurance Bermuda Ltd.	7 Par-la Ville Road, Hamilton, Bermuda, United Kingdom
Warranty Topco, Inc.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Interstate National Dealer Services, Inc.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
National Warranty Corp.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
PIPCO Reinsurance Company, Ltd.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Interstate National Dealer Services of Florida, Inc.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Interstate Administrative Services, Inc.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
A.U.L.Corp.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Wisconsin A.U.L., Inc.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
AUL Insurance Agency, Inc.	14755 North Outer Forty Drive, Chesterfield County, Virginia, United States
Atlas Peak Insurance Company, Ltd.	P.O. Box 79, Waterloo Plaza, Grand Turk, Turks and Caicos Islands, United Kingdom
Concourse Distributors, Inc.	2801 US-Highway 280 South, Birmingham, Alabama, United States
ShelterPoint Group Inc.	1225 Franklin Avenue, Suite 475, Garden City New York, United States
ShelterPoint Life Insurance Company	1225 Franklin Avenue, Suite 475, Garden City New York, United States
ShelterPoint Insurance Company	1225 Franklin Avenue, Suite 475, Garden City New York, United States
Protective ML Holdings 1, LLC	2801 US-Highway 280 South, Birmingham, Alabama, United States
TAL Life Limited	363 George Street, Sydney, NSW 2000, Australia
TAL Australia Distribution Limited	363 George Street, Sydney, NSW 2000, Australia
TAL Services Limited	363 George Street, Sydney, NSW 2000, Australia
TAL Direct Pty Limited	363 George Street, Sydney, NSW 2000, Australia
National Financial Solutions Pty Ltd	363 George Street, Sydney, NSW 2000, Australia
Lifebroker Pty Ltd	363 George Street, Sydney, NSW 2000, Australia
International Life Solutions Proprietary Limited	Centennial Place, East Block, 1 Bridge Place Century City, Cape Town, South Africa
TAL Life Insurance Services Limited	363 George Street, Sydney, NSW 2000, Australia
Partners Group Holdings Limited	1-7 The Strand, Takapuna, Auckland, 0622, New Zealand
Partners Life Limited	1-7 The Strand, Takapuna, Auckland, 0622, New Zealand
PGH SharePlan Trustee Limited	1-7 The Strand, Takapuna, Auckland, 0622, New Zealand
Evince Limited	1-7 The Strand, Takapuna, Auckland, 0622, New Zealand
Partners Group Nominee Limited	1-7 The Strand, Takapuna, Auckland, 0622, New Zealand
Dai-ichi Life Insurance Company of Vietnam, Limited	149-151 Nguyen Van Troi Street, Ward 11, District Phu Nhuan, Ho Chi Minh City, Vietnam
Dai-ichi Life Vietnam Fund Management Company Limited	Floor 11, 149-151 Nguyen Van Troi Street, Ward 11, Phu Nhuan District, Chi Minh City, Vietnam
Daiichi Life Asia Pacific Pte. Ltd.	12 Marina View, #06-03, Asia Square Tower 2, Singapore
DLI NORTH AMERICA INC.	400 Park Avenue, 4th Floor, New York, NY, 10022 USA

Dai-ichi Life International(Europe)Limited	6 Gracechurch Street, London EC3V 0AT, U.K.
Daiichi Life Insurance (Cambodia) PLC.	Samaky Tower, St.315, Phum 6, Sangkat Boeung Kork II, Khan Toul Kork, Phnom Penh, Kingdom of Cambodia
Dai-ichi Life Reinsurance Bermuda Ltd.	Clarendon House 2 Church Street Hamilton HM 11 Bermuda
DL – Canyon Investments LLC	251 Little Falls Drive, Wilmington, Delaware 19808, United States
Dai-ichi Mekong Shared Service Center, Limited.	149-151 Nguyen Van Troi Street, Ward 11, District Phu Nhuan, Ho Chi Minh City, Vietnam
BENEFIT ONE(THAILAND) COMPANY LIMITED	No. 235/3,235/4,235/5, 4th Floor, Unit no. 6 Sukhumvit 21 (Asoke) Road, Khlong Toey Nuer, Wattana, Bangkok 10110
Asset Management One Co., Ltd.	Tekko Building, 1-8-2 Marunouchi, Chiyoda-ku, Tokyo 100-0005, Japan
Asset Management One USA Inc.	250 Park Avenue, 12th Floor, New York, NY 10177, USA
Asset Management One Hong Kong Limited	12/F., K11 Atelier, 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong
Asset Management One International Ltd.	30 Old Bailey, London, EC4M 7AU, UK
Asset Management One Alternative Investments, Ltd.	Tekko Building 12F, 1-8-2, Marunouchi, Chiyoda-ku, Tokyo 100-0005 Japan
JAPAN EXCELLENT ASSET MANAGEMENT Co., Ltd.	3F, 45th Kowa Building, 1-15-9 Minami Aoyama, Minato-ku, Tokyo, Japan
&Do Holdings Co., Ltd.	17F, Marunouchi Trust Tower North 1-8-1 Marunouchi, Chiyoda-ku, Tokyo, 100-0005, Japan
Star Union Dai-ichi Life Insurance Company Limited	Unit no. 1101, 11th Floor, Building No. 1, Raheja Mindspace Juinagar, Plot No. GEN 2/1/E, TTC Industrial Area, MIDC Juinagar, Navi Mumbai
PT Panin Dai-ichi Life	Letjend. S. Parman Kav. 91 Jakarta 11420, Indonesia
Canyon Partners, LLC	1345 6th Ave, New York, NY 10105 USA
Capula Investment Management LLP	7 Clarges Street, London W1J 8AE
Harumi Corporation Co.,Ltd.	8-12, Harumi 1chome, Chuo-ku, Tokyo, Japan
STEC – CORPORATION	24-1, Nishishinjuku 1chome, Shinjuku-ku, Tokyo, Japan
Nakano Asset Management Co.Ltd.	5-1, Kabutomachi, Chuo-ku, Tokyo, Japan
Daiichi Life Marubeni Real Estate Co.,Ltd.	4-2, Otemachi 1chome, Chiyoda-ku, Tokyo, Japan
Marubeni REIT Advisors Co., Ltd.	3-1, Toranomom 4chome, Minato-ku, Tokyo, Japan
Marubeni Asset Management Co., Ltd.	6-1, Otemachi 1chome, Chiyoda-ku, Tokyo, Japan
Marubeni Real Estate Management Co., Ltd.	20-6, Shiba 5chome, Minato-ku, Tokyo, Japan
Marubeni Real Estate Development Co., Ltd.	4-2, Otemachi 1chome, Chiyoda-ku, Tokyo, Japan
Marubeni Real Estate Agency Co., Ltd.	3-5, Nihonbashi Ningyocho 3chome, Chuo-ku, Tokyo, Japan
Mizuho-DL Financial Technology Co., Ltd.	Kojimachi-odori Building, 2-4-1 Kojimachi, Chiyoda-ku, Tokyo
Turbo Topco, Inc.	25541 Commercentre Dr., Suite 100, Lake Forest, CA 92630
Turbo Intermediate, Inc.	25541 Commercentre Dr., Suite 100, Lake Forest, CA 92630
Turbo Buyer, Inc.	25541 Commercentre Dr., Suite 100, Lake Forest, CA 92630
Piston Acquisition Company, Inc.	25541 Commercentre Dr., Suite 100, Lake Forest, CA 92630
PGM Holdings Corporation	25541 Commercentre Dr., Suite 100, Lake Forest, CA 92630
Portfolio Holding, Inc.	25541 Commercentre Dr., Suite 100, Lake Forest, CA 92630
Folio Protection Company, Inc.	4100 Alpha Road, Suite 1000, Farmers Branch, TX 75244
Portfolio Services Limited, Inc.	4100 Alpha Road, Suite 1000, Farmers Branch, TX 75244
Express Systems, Inc.	25541 Commercentre Dr., Suite 100, Lake Forest, CA 92630
Portfolio SE, Inc.	4100 Alpha Road, Suite 1000, Farmers Branch, TX 75244
Standard Group Insurance, Ltd.	4100 Alpha Road, Suite 1000, Farmers Branch, TX 75244
Express Performance RE, Ltd.	4100 Alpha Road, Suite 1000, Farmers Branch, TX 75244
SGR, Ltd.	4100 Alpha Road, Suite 1000, Farmers Branch, TX 75244
Portfolio Captive Insurance Company	4100 Alpha Road, Suite 1000, Farmers Branch, TX 75244
PRO Consulting, LLC	6912 220th St SW, Suite 207, Mountlake Terrace, WA 98043
Finance Concepts, LLC	9480 Madison Ave., Suite 1, Orangevale, CA 95662
New Global Administrators, LLC	20 Cabot Blvd., Suite 400, Mansfield, MA 02048
New AIG LLC	20 Cabot Blvd., Suite 400, Mansfield, MA 02048
National Automotive Experts LLC	8370 Dow Circle, Strongsville, OH 44136
ALDS Holdings, Inc.	7373 Mohawk St., La Mesa, CA 91942
Sean Moore Holdings, Inc.	5925 Colhurst St., Dallas, TX 75230
NWAN, Inc.	8370 Dow Circle, Strongsville, OH 44136
Imprise Captive Insurance Co.	8370 Dow Circle, Strongsville, OH 44136
Veritas Insurance Ltd.	20 Cabot Blvd., Suite 400, Mansfield, MA 02048
Automotive Platform Holdings LLC	25541 Commercentre Dr., Suite 100, Lake Forest, CA 92630

New RMG LLC	20 Cabot Blvd., Suite 400, Mansfield, MA 02048
Villa Mani Reinsurance Company, Ltd.	8370 Dow Circle, Strongsville, OH 44136
Daiichi Life Biz Plus Co., Ltd.	131-1, Kamioi, Oimachi, Ashigara, Kanagawa
Wealth Management, Inc.	33rd Floor, Ark Mori Building, 1-12-32 Akasaka, Minato-ku, Tokyo 107-6033, Japan

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